

Amtrak®

RECORDATION NO. 15701-0 FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

December 22, 1989
RECORDATION NO. 15701-11 FILED 1425
DEC 22 1989 -10 55 AM
INTERSTATE COMMERCE COMMISSION

DEC 22 1989 -10 55 AM
INTERSTATE COMMERCE COMMISSION

9-356A027

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Confirmatory Supplement dated as of December 31, 1989, a secondary document which supplements the Security Agreement (Mortgage) ("Security Agreement") dated as of June 30, 1988, between Export Development Corporation ("EDC") and the National Railroad Passenger Corporation ("Amtrak"), a primary document which was filed under Recordation No. 15701.
2. Lease Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Lease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-B.
3. Lessee Security Agreement Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Lessee Security Agreement (Mortgage) dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-D.
4. Sublease Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Sublease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-F.
5. Indenture Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-H.

Amtrak requests that all of the documents listed herein be filed under Recordation No. 15701.

The parties to the above-listed documents include the following:

1. the Confirmatory Supplement: EDC as mortgagee and Amtrak as mortgagor.

RECORDATION NO. 15701-0 FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

AN EQUAL OPPORTUNITY EMPLOYER

RECORDATION NO. 15701-0 FILED 1425
DEC 22 1989 -10 55 AM
INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Interstate Commerce Commission
December 22, 1989
Page 2

2, 3 and 4. the Lease Supplement No. 2, the Lessee Security Agreement Supplement No. 2, and the Sublease Supplement No. 2: Amtrak as, respectively, lessor, mortgagor, and sublessee; Wilmington Trust Company ("Owner Trustee") as, respectively, lessee, mortgagee, and sublessor.

5. the Indenture Supplement No. 2: Owner Trustee as mortgagor and The Connecticut National Bank ("Indenture Trustee") as mortgagee.

The addresses of the parties are:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115
Attention: Corporate Trust Administration

Export Development Corporation
Place Export Canada
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P 5T9

National Railroad Passenger Corporation
60 Massachusetts Avenue, N. E.
Washington, D. C. 20002
Attention: Corporate Secretary

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

The railway equipment covered by the primary documents referenced above consists of eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54413, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive. All other documents listed above cover a portion of such railway equipment: thirty-seven (37) intercity passenger coaches bearing Amtrak road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071 inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

A fee of \$75 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short Summaries of the documents to appear in the index follow:

1. Confirmatory Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

2. Lease Supplement No. 2 to the Lease of Railroad Equipment with Recordation No. 15701-B dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

3. Lessee Security Agreement Supplement No. 2 to the Lessee Security Agreement (Mortgage) with Recordation No. 15701-D dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

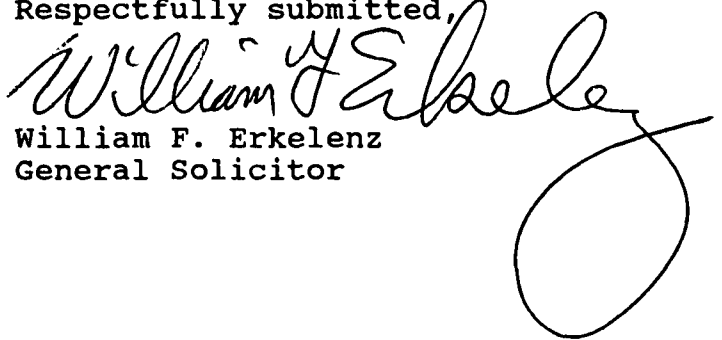
4. Sublease Supplement No. 2 to the Sublease of Railroad Equipment with Recordation No. 15701-F dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

5. Indenture Supplement No. 2 to the Trust Indenture and Security Agreement (Mortgage) with Recordation No. 15701-H dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

Ms. Noretta R. McGee
Interstate Commerce Commission
December 22, 1989
Page 4

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "William F. Erkelenz". The signature is written in black ink and is positioned above the printed name and title. A large, loopy flourish extends from the end of the signature, looping back down towards the right side of the page.

William F. Erkelenz
General Solicitor

RECORDATION NO.

FILED 1425

[LEASE SUPPLEMENT]

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

EXECUTION COPY

LEASE SUPPLEMENT NO. 2

THIS LEASE SUPPLEMENT NO. 2 dated as of December 31, 1989 (this "Lease Supplement") between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as lessor, and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee under that certain Trust Agreement dated as of July 15, 1989 between Chrysler Capital Corporation and such trustee, as lessee, pursuant to and in accordance with the Lease of Railroad Equipment dated as of July 15, 1989 between Lessor and Lessee (as amended and supplemented to the date hereof, the "Lease").

W I T N E S S E T H :

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lease Supplement have the respective meanings specified therefor in Annex A to that certain Participation Agreement dated as of July 15, 1989 among National Railroad Passenger Corporation, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, Chrysler Capital Corporation, a Delaware corporation, Export Development Corporation, a corporation established by an Act of the Parliament of Canada, Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, except as expressly provided in the Operative Documents, and The Connecticut National Bank, a national banking association, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The Items of Equipment covered by this Lease Supplement are described in Schedule 1 attached hereto.

3. The Advance Rental Cost, and the Assumption Portion and the Cash Portion thereof, for each Item of Equipment is set forth in Schedule 1 attached hereto. The aggregate Advance Rental Cost for such Items of Equipment is \$50,972,456; the aggregate Assumption Portion for such Items of Equipment is \$39,561,868; and the aggregate Cash Portion of such Items of Equipment is \$11,410,588.

[LEASE SUPPLEMENT]

4. The Delivery Date of such Items of Equipment is the date of this Lease Supplement.

5. The term of the Lease for such Items of Equipment shall commence on the date of this Lease Supplement and terminate on January 29, 2015 unless earlier terminated pursuant to the terms of the Lease.

6. By the execution and delivery of this Lease Supplement, Lessor and Lessee reaffirm all of the terms, provisions and conditions of the Lease.

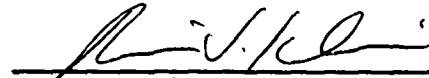
7. This Lease Supplement may be executed in any number of counterparts and by the different parties hereto on separate counterparts (or upon separate signature pages bound together into one or more counterparts), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper or other collateral within the meaning of the Uniform Commercial Code (or other law respecting security interests) as in effect in any applicable jurisdiction, no security interest in Lessor's interest under this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original executed counterpart No. 1 hereof which shall be identified as the counterpart containing the receipts therefor executed by (I) Wilmington Trust Company, as Owner Trustee and as secured party under the Lessee Security Agreement, and (II) The Connecticut National Bank, as Indenture Trustee, both such receipts immediately following the signature page hereof.

[LEASE SUPPLEMENT]

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

**NATIONAL RAILROAD PASSENGER
CORPORATION, Lessor**

By



Name: Richard I. Klein

Title: Treasurer

**WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as Owner Trustee,
Lessee**

By

Name:

Title:

[SIGNATURE PAGE]

December 7, 1989
2748b791


[LEASE SUPPLEMENT]

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

**NATIONAL RAILROAD PASSENGER
CORPORATION, Lessor**

By _____
Name: Richard I. Klein
Title: Treasurer

**WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as Owner Trustee,
Lessee**

By  _____
Name: NORMA P. CLOSS
Title: VICE PRESIDENT

[SIGNATURE PAGE]

December 7, 1989
2748b791

[LEASE SUPPLEMENT]

[*] TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER OR OTHER COLLATERAL WITHIN THE MEANING OF THE UNIFORM COMMERCIAL CODE (OR OTHER LAW RESPECTING SECURITY INTERESTS) AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN LESSOR'S INTEREST UNDER THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART NO. 1 HEREOF WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPTS THEREFOR EXECUTED BY (I) WILMINGTON TRUST COMPANY, AS OWNER TRUSTEE, AND AS SECURED PARTY UNDER THE LESSEE SECURITY AGREEMENT AND (II) THE CONNECTICUT NATIONAL BANK, AS INDENTURE TRUSTEE, BOTH SUCH RECEIPTS IMMEDIATELY FOLLOWING THIS LEGEND. SUCH COUNTERPART IS THE ONLY COUNTERPART OF THE LEASE SUPPLEMENT THAT CONTAINS THIS LEGEND.

[**] Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this ____ day of _____, 19__.

WILMINGTON TRUST COMPANY,
as Owner Trustee

By _____
Name:
Title:

[**] Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this ____ day of _____, 19__.

THE CONNECTICUT NATIONAL BANK,
as Indenture Trustee

By _____
Name:
Title:

[*] This legend appears only in original counterpart No. 1 of this Lease Supplement.

[**] This receipt appears only in the original counterpart No. 1 of this Lease Supplement.

[LEASE SUPPLEMENT]

District of)
)
Columbia) SS

On this 18th day of December, 1989, before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: December 31, 1989

SEAL

December 7, 1989
2748b791

[LEASE SUPPLEMENT]

State of Delaware,
County of New Castle) ss

On this 15TH day of DECEMBER, 1989, before me personally appeared ROBERT P. CROSS, to me personally known, who being by me duly sworn, says that he is the V.P. of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Ruben
Notary Public

My Commission Expires:

4/30/91

SEAL

[LEASE SUPPLEMENT]

SCHEDULE 1 TO
LEASE SUPPLEMENT NO.2

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>MODEL</u>	<u>TYPE</u>	<u>MANUFACTURER'S NO.</u>	<u>AMTRAK NO.</u>
Horizon Fleet	Coach	462	54044
Horizon Fleet	Coach	464	54046
Horizon Fleet	Coach	465	54047
Horizon Fleet	Coach	466	54048
Horizon Fleet	Coach	467	54049
Horizon Fleet	Coach	468	54050
Horizon Fleet	Coach	469	54051
Horizon Fleet	Coach	470	54052
Horizon Fleet	Coach	471	54053
Horizon Fleet	Coach	472	54054
Horizon Fleet	Coach	473	54055
Horizon Fleet	Coach	474	54056
Horizon Fleet	Coach	475	54057
Horizon Fleet	Coach	476	54058
Horizon Fleet	Coach	477	54059
Horizon Fleet	Coach	478	54060
Horizon Fleet	Coach	479	54061
Horizon Fleet	Coach	480	54062
Horizon Fleet	Coach	481	54063
Horizon Fleet	Coach	483	54065
Horizon Fleet	Coach	484	54066
Horizon Fleet	Coach	485	54067
Horizon Fleet	Coach	486	54068
Horizon Fleet	Coach	487	54069
Horizon Fleet	Coach	488	54070
Horizon Fleet	Coach	489	54071
Horizon Fleet	Coach	490	54500
Horizon Fleet	Coach	491	54501
Horizon Fleet	Coach	492	54502
Horizon Fleet	Coach	493	54503
Horizon Fleet	Coach	494	54504
Horizon Fleet	Coach	495	54505
Horizon Fleet	Coach	496	54506
Horizon Fleet	Coach	497	54507
Horizon Fleet	Coach	498	54508
Horizon Fleet	Coach	499	54509
Horizon Fleet	Coach	501	54511
Horizon Fleet	Food Service	392	53000
Horizon Fleet	Food Service	393	53001
Horizon Fleet	Food Service	394	53002
Horizon Fleet	Food Service	395	53003
Horizon Fleet	Food Service	396	53004
Horizon Fleet	Food Service	397	53005
Horizon Fleet	Food Service	456	53500
Horizon Fleet	Food Service	457	53501
Horizon Fleet	Food Service	458	53502
Horizon Fleet	Food Service	459	53503

The Assumption Portion for each Horizon Fleet Coach equals \$795,537.87 and for each Horizon Fleet Food Service Car equals \$1,012,696.69.

The Cash Portion for each Horizon Fleet Coach equals \$229,452.13 and for each Horizon Fleet Food Service Car equals \$292,085.92.

Advance Rental Cost shall be the sum of the Assumption Portion and the Cash Portion.